

Exhibit C

KING & SPALDING

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May 9, 2019

Mr. Robert Cardew
82-C-0739
Five Points Correctional Facility
6600 State Route 96
P.O. Box 119
Romulus, New York 14541-0119

**Re: *In re Motors Liquidation Company*
Case No. 09-50026 (MG)**

Response to Letter dated April 29, 2019

Dear Mr. Cardew:

This letter is in response to your letter dated April 29, 2019. As stated in my previous letter to you dated April 22, 2019, King & Spalding LLP is counsel for General Motors LLC ("**GM LLC**"). King & Spalding does not represent, and has never represented Motors Liquidation Company, f/k/a General Motors Corporation ("**Old GM**").

Consistent with my April 22 letter, Old GM did dissolve in December 2011. *See* attached Certificate of Dissolution of Motors Liquidation Company, dated December 15, 2011. The entity that is winding down the Old GM bankruptcy estate is the Motors Liquidation Company General Unsecured Creditors Trust ("**MLC GUC Trust**"). In your letter, you again raise a number of questions regarding the Old GM bankruptcy case and the application of the automatic stay. As stated in my April 22 letter, those questions should be directed to the MLC GUC Trust, and its counsel, Kristen Going, Esq., Drinker Biddle & Reath LLP, 1177 Avenue of the Americas, 41st Floor, New York, New York 10036-2714.

Please also note again that King & Spalding does not represent you and, therefore, it cannot give you legal advice. If you would like to pursue a claim against GM LLC, without filing a formal lawsuit, for compensatory damages arising from an alleged accident involving an Old GM vehicle that took place on May 1, 2017 ("**May 2017 Accident**"), you can submit a claim to ESIS/GM Claims Unit, 300 Renaissance Center, MC 482-C19-B61, Detroit, MI 48265-3000. Please note, however, this does not mean GM LLC is agreeing to be liable on such claim, and GM LLC reserves the right to contest any claim you may submit.

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Please also note that, as stated in my April 22 letter, while GM LLC agreed to assume compensatory damages for Product Liabilities (if ultimately proven), the Bankruptcy Court has found on a number of occasions that GM LLC did not assume punitive damages based on Old GM conduct. *See, e.g., In re Motors Liquidation Co.*, 571 B.R. 565, 580 (Bankr. S.D.N.Y. 2017) (“Post-Closing Accident Plaintiffs may not assert claims against New GM for punitive damages based on conduct of Old GM.”); *In re Motors Liquidation Co.*, 576 B.R. 313, 323-24 (Bankr. S.D.N.Y. 2017) (same). Accordingly, you cannot seek punitive damages against GM LLC based on Old GM conduct in connection with the May 2017 Accident.

Very truly yours,



Scott Davidson

SD/hs

Delaware

PAGE 1

The First State

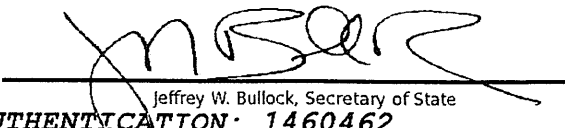
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF DISSOLUTION OF "MOTORS LIQUIDATION
COMPANY", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER,
A.D. 2011, AT 7:38 O'CLOCK P.M.



0056825 8100

140848397

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1460462

DATE: 06-17-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:38 PM 12/15/2011
FILED 07:38 PM 12/15/2011
SRV 111300277 - 0056825 FILE

CERTIFICATE OF DISSOLUTION
OF

MOTORS LIQUIDATION COMPANY

(Pursuant to Section 275 of the Delaware General Corporation Law)

December 15, 2011

Motors Liquidation Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), **DOES HEREBY CERTIFY:**

FIRST: The name of the Corporation is Motors Liquidation Company.

SECOND: The date of the filing of the Corporation's original Certificate of Incorporation with the Secretary of State of Delaware was October 13, 1916.

THIRD: The date the dissolution was authorized is March 29, 2011.

FORTH: On June 1, 2009, the Corporation, together with certain of its affiliates, filed voluntary petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (jointly administered proceedings, *In re Motors Liquidation Company, et al.*, Ch. 11 Case Number 09-50026). This Certificate of Dissolution herein certified has been duly adopted in accordance with the provisions of Sections 275 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the transactions contemplated by that certain Debtors' Second Amended Joint Chapter 11 Plan, filed with the Bankruptcy Court on March 18, 2011, as amended, by the Corporation and certain of its affiliates, and as confirmed on March 29, 2011 by order (the "Order") of the Bankruptcy Court. Provision for dissolving the Corporation and for executing and filing this Certificate of Dissolution is contained in the Order of the Bankruptcy Court having jurisdiction under the Bankruptcy Code.

FIFTH: The names and addresses of the directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Albert A. Koch	c/o AlixPartners LLP, 2000 Town Center, Suite 2400, Southfield Michigan 48075
Alan Johnson	c/o AlixPartners LLP, 2000 Town Center, Suite 2400, Southfield Michigan 48075
James Holden	c/o AlixPartners LLP, 2000 Town Center, Suite 2400, Southfield Michigan 48075

The names and addresses of the officers of the Corporation are as follows:

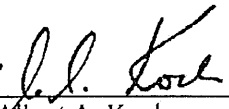
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Albert A. Koch	President	c/o AlixPartners LLP, 2000 Town Center, Suite 2400, Southfield Michigan 48075
Ted Stenger	Executive Vice President	c/o AlixPartners LLP, 2000 Town Center, Suite 2400, Southfield Michigan 48075
Brian Rosenthal	Vice President	c/o AlixPartners LLP, 2000 Town Center, Suite 2400, Southfield Michigan 48075

SIXTH: The dissolution will become effective upon the filing of this Certificate of Dissolution with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Dissolution as of the date first set forth above.

MOTORS LIQUIDATION COMPANY

By: 
Name: Albert A. Koch
Title: President & Chief Executive Officer